

BEFORE
THE PUBLIC SERVICE COMMISSION OF
SOUTH CAROLINA

DOCKET NO. 2000-528-C - ORDER NO. 2001-423

MAY 7, 2001

IN RE: Application of Premiere Communications, Inc. for Approval to Transfer Certain Retail Long Distance Calling Card Assets to Telecare, Inc.)))))	ORDER APPROVING SALE
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This matter comes before the Public Service Commission of South Carolina (the Commission) on the Application of Premiere Communications, Inc. (Premiere) and Telecare, Inc. (Telecare) (collectively, the Companies) for approval of an asset sale agreement. Under the terms of the agreement, Premiere proposes to sell its retail long distance calling card assets to Telecare.

Pursuant to the instructions of the Commission's Executive Director, the Companies published one time a Notice of Filing in newspapers of general circulation. The Notice of Filing described a means by which the public could participate in the proceedings. No Protests or Petitions to Intervene were received. Accordingly, Premiere moved for expedited review of the application, and furnished verified testimony as to the details of the transaction. We grant expedited review, and herein review the details of the sale.

Premiere filed the verified testimony of Patrick G. Jones, Senior Vice-President and Chief Legal Officer and Secretary of PTEK Holdings, Inc. (PTEK), the parent company of Premiere. Jones testified that Premiere and Telecare executed an Asset Sale

Agreement, as well as certain other related transactional documents. In exchange for certain consideration, Telecare acquired from Premiere certain retail long distance calling card assets including, among other things, customer and marketing “partner” contracts, accounts receivable, databases, intellectual property rights (such as product, service and marketing names), certain office and computer equipment, marketing materials, files, and records.

Pursuant to the terms of the agreement, Telecare will assume all of Premiere’s managerial, technical and financial responsibilities in connection with the provision of retail long distance calling card services to existing customers and to any new customers in South Carolina. Telecare will incorporate Premiere’s service offerings in South Carolina, thereby enabling Premiere’s customers to obtain service from Telecare under the same terms and conditions that Premiere’s customers purchased such services. Consequently, according to the witness, the sale of assets to Telecare by Premiere will not result in any interruption or diminution in the quality of service provided to Premiere’s current customers and will be essentially transparent to such customers, according to Jones. Telecare already possesses a Certificate of Public Convenience and Necessity from this Commission.

We have examined this matter and have determined that the proposed sale should be approved as filed, as it is in the public interest. It appears that Premiere’s customers will not see any interruption or diminution in their present quality of service after the transfer to Telecare. This is supported by the testimony of witness Jones. Telecare shall file the appropriate tariffs, accordingly.

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This Order shall remain in full force and effect until further Order of the Commission.

BY ORDER OF THE COMMISSION:



Chairman

ATTEST:



Executive Director

(SEAL)